

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

INTERNATIONAL GAME TECHNOLOGY

(Registration) _____

SIXTEENTH REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board (“Board”) on October 8, 2003, and before the Nevada Gaming Commission (“Commission”) on October 23, 2003, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:

a. The applications of International Game Technology for (i) approval of an acquisition of control of Acres Gaming Incorporated (ii) a finding of suitability as the sole shareholder of Acres Gaming Incorporated (iii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Acres Gaming Incorporated in conjunction with an amended and restated credit agreement, and (iv) an amendment to its Fifteenth Revised Order of Registration; and,

b. The applications of Acres Gaming Incorporated for (i) registration as an intermediary company and (ii) approval to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of AGI Distribution, Inc. in conjunction with an amended and restated credit agreement.

2. THAT the Fifteenth Revised Order of Registration of International Game Technology, dated October 24, 2002, is hereby amended and restated, in its entirety, by this Sixteenth Revised Order of Registration.

3. THAT International Game Technology is registered as a publicly traded corporation, and is found suitable as the sole shareholder of IGT, Silicon Gaming, Inc., Anchor Coin, Acres Gaming Incorporated and Powerhouse Technologies, Inc.

4. THAT IGT is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission, and that IGT, dbat Reno Cannon International Airport, is licensed to conduct nonrestricted gaming operations (slot machines only) at 2000 East Plumb Lane, Reno, subject to such conditions or limitations as may be imposed by the Commission.

5. THAT Silicon Gaming, Inc., is registered as an intermediary company and found suitable as the sole shareholder of Silicon Gaming – Nevada.

6. THAT Silicon Gaming – Nevada is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

7. THAT Anchor Coin is licensed as a manufacturer, distributor, and operator of a slot machine route, and is licensed to conduct restricted gaming operations at locations identified in the records of the Board, subject to such conditions or limitations as may be imposed by the Commission.

8. THAT Powerhouse Technologies, Inc., is registered as an intermediary company and is found suitable as the sole shareholder of VLC of Nevada, Inc. and VLC, Inc.

9. THAT VLC of Nevada, Inc., is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

10. THAT VLC, Inc., is licensed as a manufacturer and distributor, subject to such conditions or limitations as may be imposed by the Commission.

11. THAT Acres Gaming Incorporated is registered as an intermediary company and is found suitable as the sole shareholder of AGI Distribution, Inc.

12. THAT AGI Distribution Inc. is licensed as a manufacturer, distributor and operator of a slot machine route, subject to such conditions or limitations as may be imposed by the Commission.

13. THAT in conjunction with the Amended and Restated Credit Agreement (“Credit Agreement”), dated as of August 10, 2001, as amended, International Game Technology is granted approval, pursuant to NGC Regulations 15.510.1-4 and 15.585.7-3, as applicable, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of IGT, Silicon Gaming, Inc., Anchor Coin, Acres Gaming Incorporated and Powerhouse Technologies, Inc.

14. THAT in conjunction with the Credit Agreement, Silicon Gaming, Inc., is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of Silicon Gaming – Nevada.

15. THAT in conjunction with the Credit Agreement, Powerhouse Technologies, Inc, is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the transfer of, and to enter into an agreement not to encumber, the equity securities of VLC of Nevada, Inc., and VLC, Inc.

16. THAT in conjunction with the Credit Agreement, Acres Gaming Incorporated is granted approval, pursuant to NGC Regulation 15.510.1-4, to place restrictions upon the

transfer of, and to enter into an agreement not to encumber, the equity securities of AGI Distribution, Inc.

17. THAT International Game Technology shall maintain its presently existing Gaming Compliance Plan ("Plan") for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by International Game Technology, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations (the "Regulations"), as amended, and the laws and regulations of any other jurisdictions in which International Game Technology, its subsidiaries and any affiliated entities operate. The Plan, any amendments thereto, and the members of the compliance committee, one such member who shall be independent and knowledgeable in the Act and Regulations, shall be administratively reviewed by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, International Game Technology, shall amend the Plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee, related to a review of activities relevant to the continuing qualification of International Game Technology, under the provisions of the Act and Regulations.

18. THAT International Game Technology shall fund and maintain with the Board a revolving fund in the amount of \$25,000 for the purpose of funding investigative reviews by the Board for compliance with the provisions of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of International Game Technology and its affiliated companies.

19. THAT pursuant to NRS 463.625, International Game Technology is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

20. THAT International Game Technology is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

21. THAT the Commission hereby expressly finds that the exemptions and waivers granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

22. THAT this Sixteenth Revised Order of Registration shall become effective upon the completion and effectiveness of the Agreement and Plan of Merger, dated as of June 29, 2003, executed by and among International Game Technology, NWAC Corp. and Acres Gaming Incorporated. If the Agreement and Plan of Merger is not completed and effective by April 22, 2004, unless administratively extended by the Chairman of the Board or his designee, then this Sixteenth Revised Order of Registration shall be rendered null and void and shall not become effective and the Fifteenth Revised Order of Registration of International Game Technology shall remain effective.

ENTERED at Carson City, Nevada, this 23rd day of October 2003.